

Empire State Realty Trust, Inc.
 Form 4
 July 17, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Keltner Thomas N.

2. Issuer Name and Ticker or Trading Symbol
 Empire State Realty Trust, Inc.
 [ESRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/15/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, General Counsel and Sec.

C/O EMPIRE STATE REALTY TRUST, INC., ONE GRAND CENTRAL PL, 60 EAST 42ND ST.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10165

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Operating Partnership Units ⁽¹⁾	<u>(1)</u>	02/11/2014		G	311,760 ⁽²⁾	10/07/2014 ⁽¹⁾	Class A Common Stock 3
Operating Partnership Units ⁽¹⁾	<u>(1)</u>	05/21/2014		G	37,500 ⁽³⁾	10/07/2014 ⁽¹⁾	Class A Common Stock 3
Operating Partnership Units ⁽¹⁾	<u>(1)</u>	07/15/2014		A	120,387 ⁽⁵⁾	07/15/2015 ⁽¹⁾	Class A Common Stock 1
Operating Partnership Units ⁽¹⁾	<u>(1)</u>	07/16/2014		G	57,500 ⁽³⁾	10/07/2014 ⁽¹⁾	Class A Common Stock 5
Operating Partnership Units ⁽¹⁾	<u>(6)</u>	07/17/2014 ⁽⁶⁾	<u>(6)</u>	A ⁽⁶⁾	0 ⁽⁶⁾	⁽⁶⁾ ⁽⁶⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keltner Thomas N. C/O EMPIRE STATE REALTY TRUST, INC. ONE GRAND CENTRAL PL, 60 EAST 42ND ST. NEW YORK, NY 10165			EVP, General Counsel and Sec.	

Signatures

Thomas N. Keltner, Jr. 07/17/2014

 **Signature of Reporting Person
 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents units of limited partnership interests ("OP Units") of Empire State Realty OP, L.P., of which the Issuer is the sole general partner. OP Units are redeemable by the holder for shares of Class A Common Stock of the Issuer on a one-for-one basis or the cash value of such shares, at the Issuer's option. The right to redeem OP Units does not have an expiration date.
- (2) Gift of OP Units to Paula S. Keltner Revocable Trust dtd March 1, 2008, for which the reporting person's wife is trustee.

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- (3) Gift of OP Units to daughters, who do not share the reporting person's household.
- (4) OP units held indirectly by the Thomas N. Keltner, Jr. Revocable Trust dtd February 23, 2008, for which the reporting person is trustee.
- (5) Represents OP Units received by the reporting person in connection with option properties transactions.
- (6) Disregard entries in the fifth row for columns 2, 3, 4, 5, 6, 7 and 8, which entries were provided solely to allow transmission of fifth row information for rows 9, 10, and 11.
- (7) Held by the Paula S. Keltner Revocable Trust dtd March 1, 2008, for which the reporting person's wife is the trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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